

EXHIBIT D

IBM Personal Pension Plan § 7.3
(effective October 25, 2005)

7.3 Class Action Forum

(a) To the fullest extent permitted by law, any putative class action lawsuit brought in whole or in part under Section 502 of ERISA (or any successor provision) and relating to the Plan, the lawfulness of any Plan provision, the administration of the Plan, the management, investment, or handling of Plan assets, or the performance or non-performance of Plan fiduciaries or administrators shall be filed in one of the following jurisdictions: (1) the jurisdiction in which the Plan is principally administered, which is currently New York State, or (2) the jurisdiction in which the largest number of putative class members resides (or if that jurisdiction cannot be determined, the jurisdiction in which the largest number of class members is reasonably believed to reside).

(b) If any putative class action within the scope of Section 7.3(a) is filed in a jurisdiction other than one of those described in Section 7.3(a), or if any non-class action filed in such a jurisdiction is subsequently amended or altered to include class action allegations, then the Plan, all parties to such action that are related to the Plan (such as a Plan fiduciary, administrator, or party in interest), and all alleged Plan participants and beneficiaries shall take all necessary steps to have the action removed to, transferred to, or re-filed in a jurisdiction described in Section 7.3(a). Such steps may include, but are not limited to (1) a joint motion to transfer the action or (2) a joint motion to dismiss the action without prejudice to its re-filing in a jurisdiction described in Section 7.3(a), with any applicable time limits or statutes of limitations applied as if the suit or class action allegation had originally been filed or asserted in a jurisdiction described in Section 7.3(a) at the same time that it was filed or asserted in a jurisdiction not described therein.

(c) This forum selection provision is waived if no party invokes it within 120 days of the filing of a putative class action or the assertion of class action allegations.

(d) This provision does not relieve any putative class member from any obligation existing under the Plan or by law to exhaust administrative remedies before initiating litigation.